

# memorandum



<b>TO</b>	<b>BUSA MEMBERSHIP</b>
<b>FROM</b>	<b>BOARD</b>
<b>DATE</b>	<b>20 NOVEMBER 2014</b>
<b>SUBJECT:</b>	<b>PRINCIPLES AND PROCEDURE FOR NOMINATION OF PEOPLE TO REPRESENTS BUSA</b>

Historically there have been a number of challenges in the call for nominations to statutory bodies, Nedlac and other representative structures. These have ranged from unsuitable nominations, to insufficient member interest. There have also been a number of anomalies in relation to member nominations of people who either do not represent business; nominations of people who lack technical expertise; nominations of people who have exceeded governance term of office periods; nominations by non-members or members not in good standing; nominations of multiple candidates from a single member organisation or severe imbalances in demographic representation of nominations.

The BOARD has approved the following guidelines to assist members during any nomination process in line with the BUSA MOI.

## **1. Candidates criteria**

It is assumed that all candidates nominated will at least have the technical competence as a key requirement, the following will apply:

- 1.1 No more than one (1) representative per industry body, unless there are very good reasons to deviate from this
- 1.2 Have a mix of continuity and fresh representation
- 1.3 Have demographic and gender representivity
- 1.4 Nominees must represent a business voice and work for organised business (i.e. not government, SOE's or NGOs)

## **2. Process recommendation**

The key guiding principles are transparency and accountability. The process will work as follows:

- 2.1. Call for nominations to go to all members, as well as to current representatives on the statutory body or structure as a courtesy with 14 days' notice and a reminder 3 days before the final deadline.
- 2.2. BUSA policy director to actively canvas suitable nominations
- 2.3. Any member in good standing can make nominations
- 2.4. Where there are new candidates, that there is a process to evaluate them prior to voting
- 2.5. After the closing date, chair and director of Standing Committee to evaluate nominations. Where it is clear that there are inadequate nominations, to communicate with members and extend the deadline in order to actively canvas potential candidates. Where nominations are adequate, to circulate these to the Standing Committee for voting.
- 2.6. Standing Committee to vote on the nominations and director and chair to submit to CEO
- 2.7. The CEO will make a recommendation to the Remuneration, Nominations, Social and Ethics Committee for approval. This recommendation will take into account the criteria as defined in point 1.
- 2.8. All members representing BUSA on any outside body must comply with the provisions of the MOI (Annexure E and F) and should ensure regular feedback to BUSA
- 2.9. The BUSA Board may change nominations as presented by the Standing Committee to align to the criteria, values and interest of BUSA.
- 2.10. Once the Board have finalised the nominations, the director will communicate these to the Committee and submit the final names to NEDLAC

## **3. Roles and Responsibilities of Representatives**

Every person who represents BUSA on outside bodies / structures must undertake

- 3.1. To participate actively in the structure on which he/she represents BUSA;
- 3.2. Where applicable, to notify any other representatives of BUSA if he/she is not able to attend a meeting of the outside body or structure;
- 3.3. Not to pursue their own personal or organisation's interests while acting in a representative capacity on behalf of BUSA;
- 3.4. To seek mandates from the appropriate structure(s) of BUSA; and

- 3.5. To report back regularly to the Board, the Policy Standing Committees and or the Members, as the case may be. Failure to do this may result in BUSA recalling the member from such a body/structure.
- 3.6. Persons who have been appointed to represent BUSA on outside bodies or structures or at events may not be accompanied and may not nominate a person to attend in their stead. Any additions to, or changes in representation shall be subject to the approval of the Board.
- 3.7. Representatives of the BUSA shall work within the framework of the mandates of the Company as follows –
  - 3.7.1. If a position mandated by BUSA has already been developed, a copy must be made available to the representative(s) of BUSA. Should they find it necessary to seek any changes to the mandate, the onus will be on them to notify the Board forthwith; and
  - 3.7.2. In instances when a mandate has not yet been developed (or where it proves necessary to seek a new mandate), the Board, in consultation with the appropriate structure of BUSA, shall decide on the most appropriate structure to prepare a draft position of BUSA for mandating through the normal BUSA structures. Irrespective of the decision, the representatives of BUSA on the relevant outside body or structure will be expected to play a direct and active role in developing BUSA's position.

#### **4. BUSA Delegations**

- 4.1 Any BUSA delegations, where possible, will represent all membership categories.
- 4.2. Delegates to high level engagement will be approved by the BUSA CEO. This representation is not transferable to any member. In the event that member can't attend the said meeting, the matter must be referred to the CEO of BUSA to allow for an alternate to be identified.

#### **BUSA BOARD**